

Division of Corporations

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Division of Corporations
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NGI USA, INC.

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Amend

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
NGI USA, INC.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
2007 MAR 13 AM 11:19

NGI USA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation as now in effect (the "Articles of Incorporation"), in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The name of the Corporation is NGI USA, Inc. and its Document Number with the Florida Department of State is P06000155901.

2. The amendment being effected hereby (the "Amendment") was duly adopted and approved by the Voting Shareholders Directors of the Corporation by written consent as of March 9, 2007.

3. These Articles of Amendment of the Articles of Incorporation of NGI USA, Inc. (these "Articles of Amendment") shall be effective upon filing hereof with the Department of State of the State of Florida.

4. The Articles of Incorporation are hereby amended by deleting Section (f) of Article 4 thereof, and in its place and stead substituting the following:

"(f) Amendment. The provisions of this Article 4 of the Articles of Incorporation may be amended or modified only by a seventy percent (70%) affirmative vote of the holders of the Voting Common Stock of this corporation."

5. The Articles of Incorporation are hereby further amended by deleting Section (a) of Article 10 thereof, and in its place and stead substituting the following:

"(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by affirmative vote of seventy percent (70%) of the voting common stock, or a new by-law in lieu thereof may be adopted by a seventy percent (70%) affirmative vote of the voting common stock and said stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors."

6. The Articles of Incorporation are hereby further amended by deleting Article 11 thereof, and in its place and stead substituting the following:

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"ARTICLE 11

Amendment of Articles of Incorporation

The shareholders reserve the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a seventy percent (70%) affirmative vote of the voting common stock of this corporation."

7. Any reference in the Amendment to "these Articles of Incorporation" or any other reference of similar import shall be deemed a reference to the Articles of Incorporation as amended by the Amendment.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment of the Articles of Incorporation of NGI USA, Inc. as of the 9th day of March, 2007.

NGI USA, INC.

By: 

Gregory A. Williams, President

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